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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	:
	:
DELPHI CORPORATION, et al.,	: Chapter 11
	: Case No. 05-44481 [RDD]
	:
Debtors.	: Jointly Administered
	:
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**JOINT STIPULATION AND AGREED ORDER  
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 8657  
(UNITED STATES STEEL CORPORATION/SPCP GROUP, L.L.C.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), United States Steel Corporation ("U.S. Steel"), and SPCP Group, L.L.C. ("SPCP") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 8657 (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8, 2005 (the "Petition Date"), the Debtors filed

voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

**WHEREAS**, on June 27, 2006, U.S. Steel filed proof of claim number 8657 against Delphi, asserting an unsecured non-priority claim in the amount of \$399,548 (the "Claim"); and

**WHEREAS**, on July 13, 2007, the Debtors objected to the Claim pursuant to the Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, And Consensually Modified And Reduced Claims (Docket No. 8617) (the "Nineteenth Omnibus Claims Objection"); and

**WHEREAS**, U.S. Steel transferred the Claim to SPCP, as evidenced by that certain Notice of Transfer dated July 30, 2007 (Docket No. 9067); and

**WHEREAS**, on August 7, 2007, U.S. Steel filed a Response to the Nineteenth Omnibus Claims Objection (Docket No. 8921) (the "Response"); and

**WHEREAS**, on June 30, 2008, to resolve the Nineteenth Omnibus Claims Objection with respect to the Claim, DAS LLC; SPCP and U.S. Steel entered into a settlement agreement (the "Settlement Agreement"); and

**WHEREAS**, pursuant to the Settlement Agreement, the Debtors acknowledge and agree that the Claim shall be allowed against DAS LLC in the amount

of \$351,061 as a general unsecured non-priority claim; and

**WHEREAS**, DAS LLC is authorized to enter into the Settlement Agreement on behalf of itself and the other Debtors either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors and U.S. Steel stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$351,061 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC.
2. The Nineteenth Omnibus Objection as it relates to the Claim and the Response is hereby withdrawn.
3. The Stipulation does not impact, alter or affect any other proofs of claim that U.S. Steel or SPCP have filed or own against the Debtors and relates solely to those matters arising out of or related to the Claim.

Dated: New York, New York  
June 30, 2008

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger  
NEIL BERGER (NB-3599)  
A Member of the Firm

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**[Signatures concluded on the following page]**

Dated: Cincinnati, Ohio  
June 24, 2008

UNITED STATES STEEL CORPORATION,  
By its Counsel,  
TAFT, STETTINIUS & HOLLISTER, LLP  
By:

/s/ Sharon I. Shanley  
SHARON I. SHANLEY  
425 Walnut Street, Suite 1800  
Cincinnati, Ohio 45202  
(513) 381-2838

Dated: New York, New York  
July 1, 2008

SPCP GROUP, L.L.C.,  
By its Counsel,  
DREIER LLP,  
By:

/s/ Anthony B. Stumbo  
PAUL TRAUB (PT-3752)

MAURA I. RUSSELL (MR-1178)  
ANTHONY B. STUMBO (AS-9374)  
499 Park Avenue, 14<sup>th</sup> Floor  
New York, New York 10022  
(212) 328-6100

**SO ORDERED**

This 15th day of July, 2008  
in New York, New York

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/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE